

Fill in this information to identify the case:

Debtor name Public Bikes, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____

X /s/ Gregory Sherwood Cohelan

Signature of individual signing on behalf of debtor

Gregory Sherwood Cohelan

Printed name

Authorized Individual

Position or relationship to debtor

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United States Bankruptcy Court for the:	NORTHERN DISTRICT OF CALIFORNIA
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Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
547-551 Hayes LLC c/o Law Offices of Janet Brayer 456 Montgomery Street, 20th Floor San Francisco, CA 94104		Liability on lease	Unliquidated Disputed			\$217,669.27
Banchero Law Firm 601 California Street, Suite 1300 San Francisco, CA 94108		Legal services				\$25,223.62
CyberSource c/o Landry and Jacobs, LLC 50 North Laura Street, Suite 2500 Jacksonville, FL 32202		Trade Debt	Disputed			\$1,800.00
Frank Chan 1802 Leavenworth Street San Francisco, CA 94109		Promissory Note				\$2,926.40
Furlong Trust c/o Aaron & Stephanie Furlong 2271 26th Street Santa Monica, CA 90405		Promissory Note				\$6,200.00
Little Harbour SAZ, LLC 2490 Gordon Drive Naples, FL 34102		Promissory Note				\$40,964.64
Matthew Wyckoff 325 East 41st Street, Suite 107 New York, NY 10017		Promissory Note				\$6,200.00

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Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Meganne Houghton-Berry Corner Green South Drive VIRGINIA WATER, Surrey Great Britain GU25 4JS		Promissory Note				\$5,851.56
Premier Wine Group, LLC 135 Third Street, Suite 100 San Rafael, CA 94901		Promissory Note				\$37,200.00
Robert J. Kamerschen 204 Parade Hill Road New Canaan, CT 06840		Promissory Note				\$124,000.00
Square Milner LLP 18500 Von Karman Ave., 10th Floor Irvine, CA 92612		Accounting Services				\$1,601.71
Taylor Revocable Trust c/o Matthew J. Taylor, Trustee 55 Ardilla Road Orinda, CA 94563		Promissory Note				\$29,130.08
Willing Industry Co., Ltd No. 325, Sec. 2, Zhongshan Rd. Dajia, Taichung 437 Taiwan R.O.C.		Trade Debt	Disputed			\$278,812.76

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United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

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Official Form 206Sum Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from Schedule A/B..... \$ 0.00

1b. Total personal property:

Copy line 91A from Schedule A/B..... \$ 475,373.50

1c. Total of all property:

Copy line 92 from Schedule A/B..... \$ 475,373.50

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D..... \$ 14,217.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of Schedule E/F..... \$ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F..... +\$ 1,148,336.60

4. Total liabilities

Lines 2 + 3a + 3b

\$ 1,162,553.60

Fill in this information to identify the case:

Debtor name **Public Bikes, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**

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Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
 Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
 Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
 Yes Fill in the information below.

11. **Accounts receivable**

11b. Over 90 days old:	42,124.68	-	42,124.68	=....	\$0.00
	face amount		doubtful or uncollectible accounts		

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00

Part 4: **Investments**

13. Does the debtor own any investments?

- No. Go to Part 5.
 Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

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- No. Go to Part 6.
 Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
 Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
 Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
 Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
 Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
 Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	<u>Patents, copyrights, trademarks, and trade secrets</u> <u>Intellectual property subject to license</u>	<u>\$0.00</u>	<u>Purchase Option</u>	<u>\$150,000.00</u>

61. Internet domain names and websites

62. Licenses, franchises, and royalties

63. Customer lists, mailing lists, or other compilations

64. Other intangibles, or intellectual property

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$150,000.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
 Yes

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68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
 Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
 Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

No. Go to Part 12.

Yes Fill in the information below.

	Current value of debtor's interest		
71. Notes receivable			
Description (include name of obligor)			
Rights under Asset Purchase Agreement and Intellectual Property License dated September 7, 2017. \$200,000 payable 1/31/2021; additional subsequent amounts contingent	<u>200,000.00</u>	-	<u>0.00</u> = Total face amount doubtful or uncollectible amount
			<u>\$200,000.00</u>
72. Tax refunds and unused net operating losses (NOLs)			
Description (for example, federal, state, local)			
73. Interests in insurance policies or annuities			
74. Causes of action against third parties (whether or not a lawsuit has been filed)			
Claim against Nicole Bald for breach of sublease, collectability unknown			<u>Unknown</u>
Nature of claim			
Amount requested	<u>\$0.00</u>		
75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims			
76. Trusts, equitable or future interests in property			
77. Other property of any kind not already listed <i>Examples:</i> Season tickets, country club membership			
Cash seized by Sheriff pursuant to writ of attachment			<u>\$85,022.37</u>
Cash held by attorney Janet Brayer pursuant to writ of attachment / assignment			<u>\$40,351.13</u>
78. Total of Part 11.			<u>\$325,373.50</u>
Add lines 71 through 77. Copy the total to line 90.			

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79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- No
 Yes

Debtor Public Bikes, Inc.
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Part 12: **Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$150,000.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$325,373.50	
91. Total. Add lines 80 through 90 for each column	\$475,373.50	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$475,373.50

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Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
 Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
2.1	Banchero Law Firm <hr/> Creditor's Name 601 California Street, Suite 1300 San Francisco, CA 94108 <hr/> Creditor's mailing address <hr/> Creditor's email address, if known Date debt was incurred Last 4 digits of account number <hr/> Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. <hr/> Describe debtor's property that is subject to a lien All assets, including Rights under Asset Purchase Agreement and Intellectual Property Licensed dated September 7, 2017. \$200,000 payable 1/31/2021; additional subsequent amounts contingent <hr/> Describe the lien Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$14,217.00	\$200,000.00

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$14,217.00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of
account number for
this entity

Fill in this information to identify the case:

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Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
 Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

	Amount of claim
3.1 Nonpriority creditor's name and mailing address 547-551 Hayes LLC c/o Law Offices of Janet Brayer 456 Montgomery Street, 20th Floor San Francisco, CA 94104 Date(s) debt was incurred <u>3/12/2014</u> Last 4 digits of account number _	<u>\$217,669.27</u> As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Liability on lease</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.2 Nonpriority creditor's name and mailing address Andrew Herrick P. O. Box 5014 Laguna Beach, CA 92652 Date(s) debt was incurred <u>3/31/2017</u> Last 4 digits of account number _	<u>\$12,400.00</u> As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.3 Nonpriority creditor's name and mailing address Banchero Law Firm 601 California Street, Suite 1300 San Francisco, CA 94108 Date(s) debt was incurred _ Last 4 digits of account number _	<u>\$25,223.62</u> As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.4 Nonpriority creditor's name and mailing address CyberSource c/o Landry and Jacobs, LLC 50 North Laura Street, Suite 2500 Jacksonville, FL 32202 Date(s) debt was incurred _ Last 4 digits of account number _	<u>\$1,800.00</u> As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

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3.5	Nonpriority creditor's name and mailing address Frank Chan 1802 Leavenworth Street San Francisco, CA 94109 Date(s) debt was incurred <u>3/31/2017</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$2,926.40 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.6	Nonpriority creditor's name and mailing address Furlong Trust c/o Aaron & Stephanie Furlong 2271 26th Street Santa Monica, CA 90405 Date(s) debt was incurred <u>3/31/2017</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$6,200.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.7	Nonpriority creditor's name and mailing address Little Harbour SAZ, LLC 2490 Gordon Drive Naples, FL 34102 Date(s) debt was incurred <u>3/31/2017</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$40,964.64 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.8	Nonpriority creditor's name and mailing address Matthew Wyckoff 325 East 41st Street, Suite 107 New York, NY 10017 Date(s) debt was incurred <u>3/31/2017</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$6,200.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.9	Nonpriority creditor's name and mailing address Meganne Houghton-Berry Corner Green South Drive VIRGINIA WATER, Surrey Great Britain GU25 4JS Date(s) debt was incurred <u>3/31/2017</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$5,851.56 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.10	Nonpriority creditor's name and mailing address Premier Wine Group, LLC 135 Third Street, Suite 100 San Rafael, CA 94901 Date(s) debt was incurred <u>3/31/2017</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$37,200.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.11	Nonpriority creditor's name and mailing address Robert J. Forbes 2164 Hyde Street, Unit 816 San Francisco, CA 94109 Date(s) debt was incurred <u>3/31/2017</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$248,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor	Public Bikes, Inc.	Case number (if known)
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3.12	<p>Nonpriority creditor's name and mailing address Robert J. Forbes 2164 Hyde Street, Unit 816 San Francisco, CA 94109</p> <p>Date(s) debt was incurred _____</p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Indemnity claim respecting alter ego claim asserted by 547-551 Hayes LLC. Claim amount is fees to date, but litigation is ongoing.</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
		\$48,356.56
3.13	<p>Nonpriority creditor's name and mailing address Robert J. Kamerschen 204 Parade Hill Road New Canaan, CT 06840</p> <p>Date(s) debt was incurred <u>3/31/2017</u></p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Promissory Note</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
		\$124,000.00
3.14	<p>Nonpriority creditor's name and mailing address Square Milner LLP 18500 Von Karman Ave., 10th Floor Irvine, CA 92612</p> <p>Date(s) debt was incurred <u>5/19/2004</u></p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Accounting Services</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
		\$1,601.71
3.15	<p>Nonpriority creditor's name and mailing address Taylor Revocable Trust c/o Matthew J. Taylor, Trustee 55 Ardilla Road Orinda, CA 94563</p> <p>Date(s) debt was incurred <u>3/31/2017</u></p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Promissory Note</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
		\$29,130.08
3.16	<p>Nonpriority creditor's name and mailing address Wilkinson 2008 Trust c/o Lawrence Wilkinson, Trustee 1914 Lake Street San Francisco, CA 94121</p> <p>Date(s) debt was incurred <u>3/31/2017</u></p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: Promissory Note</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
		\$62,000.00
3.17	<p>Nonpriority creditor's name and mailing address Willing Industry Co., Ltd No. 325, Sec. 2, Zhongshan Rd. Dajia, Taichung 437 Taiwan R.O.C.</p> <p>Date(s) debt was incurred <u>various 2016-17</u></p> <p>Last 4 digits of account number _____</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: Trade Debt</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
		\$278,812.76

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

Debtor **Public Bikes, Inc.**
Name _____

Case number (if known) _____

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ 0.00
5b.	+ \$ 1,148,336.60
5c.	\$ 1,148,336.60

Fill in this information to identify the case:

Debtor name Public Bikes, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) _____

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

Asset Purchase
Agreement and
Intellectual Property
License, both dated
September 7, 2017
expires 9/6/2027

State the term remaining

List the contract number of any government contract

BikeSmart, Inc.
Headland Ventures, LLC
55 Leveroni Court
Novato, CA 94949

Fill in this information to identify the case:

Debtor name Public Bikes, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) _____

Check if this is an amended filing

Official Form 206H Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	Check all schedules that apply:
2.1		Street _____		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
		City _____ State _____ Zip Code _____		
2.2		Street _____		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
		City _____ State _____ Zip Code _____		
2.3		Street _____		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
		City _____ State _____ Zip Code _____		
2.4		Street _____		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
		City _____ State _____ Zip Code _____		

Fill in this information to identify the case:

Debtor name **Public Bikes, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**

Case number (if known) _____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2020 to Filing Date

Operating a business
 Other **Asset Purchase Agreement**

\$40,351.13

For prior year:
From 1/01/2019 to 12/31/2019

Operating a business
 Other **Asset Purchase Agreement**

\$39,764.72

For year before that:
From 1/01/2018 to 12/31/2018

Operating a business
 Other **Asset Purchase Agreement**

\$79,935.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed

or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. 547-551 Hayes LLC v. Public Bikes, Inc. et al. CGC-19-574517	Breach of real property lease	San Francisco Superior Court 400 McAllister Street San Francisco, CA 94102	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. In re Public Bikes, Inc. CPF-19-516931	Petition for Judicial Supervision of Voluntary Winding Up	San Francisco Superior Court 400 McAllister Street San Francisco, CA 94102	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Custodian's name and Address	Describe the property	Value
547-551 Hayes LLC c/o Law Offices of Janet Brayer 456 Montgomery Street, 20th Floor San Francisco, CA 94104	Cash seized by Sheriff pursuant to prejudgement attachment	\$85,022.37
Custodian's name and Address	Describe the property	Value
547-551 Hayes LLC c/o Law Offices of Janet Brayer 456 Montgomery Street, 20th Floor San Francisco, CA 94104	Cash held by creditor's counsel pursuant to prejudgement writ of attachment / assignment order	\$40,351.13
	Case title	Court name and address
	547-551 Hayes LLC v. Public Bikes, Inc.	San Francisco Superior Court
	Case number	400 McAllister Street
	CGC-19-574517	San Francisco, CA
	Date of order or assignment	94102
	1/2/2020	

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

 None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

 None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

 None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. St. James Law, P.C. 22 Battery Street, Suite 888 San Francisco, CA 94111			\$11,717.00
Email or website address <u>michael@stjames-law.com</u>			
Who made the payment, if not debtor? <u>Banchero Law Firm LLP</u>			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy From-To
14.1. 1686 Arbor Way Healdsburg, CA 95448	10/3/2019 to 11/16/2019
14.2. 1211 Folsom Street, 4th Floor San Francisco, CA 94103	1/3/2017 to 10/3/2019

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.

Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
----------------------------------	---	--

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- No.
 Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- No. Go to Part 10.
 Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

- None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
Bridge Storage 23 Maine Avenue Richmond, CA 94804	Robert Forbes, Rebecca Richards	Boxes of documents, transferred to Banchero Law Firm LLP in February, 2020	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

- None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the

medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- No.
- Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- No.
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- No.
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- None

Business name address	Describe the nature of the business	Employer Identification number <small>Do not include Social Security number or ITIN.</small>	Dates business existed
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26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- None

Name and address	Date of service From-To
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26a.1. Rebecca Richards 1686 Arbor Way Healdsburg, CA 95448	May 2019 to present
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26a.2. Karisa Chin Swarz Milner LLP 135 Main St., 9th Floor San Francisco, CA 94105	2014 to present
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26a.3. Ashley Cosgrove Current address unknown	October 2017 to May 2019
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26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and address**Date of service
From-To**

26b.1. **Square Milner LLP**
18500 Von Karman Ave., 10th Floor
Irvine, CA 92612

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address**If any books of account and records are
unavailable, explain why**

26c.1. **Banchero Law Firm**
601 California Street, Suite 1300
San Francisco, CA 94108

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No

Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Lawrence Wilkinson	1914 Lake Street San Francisco, CA 94121		
Robert J. Forbes	2164 Hyde Street, Unit 816 San Francisco, CA 94109		
Andrew Herrick	P. O. Box 5014 Laguna Beach, CA 92652		
Gregory Sherwood Cohelan	53 Karl Avenue San Anselmo, CA 94960	Director	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- No
 Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
George Eubanks	25431 Classic Drive Mission Viejo, CA 92691		
Kenneth Conner	94 San Marino Drive San Rafael, CA 94901		

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
 Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
 Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
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32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
 Yes. Identify below.

Name of the pension fund	Employer Identification number of the parent corporation
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Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____

/s/ **Gregory Sherwood Cohelan**
 Signature of individual signing on behalf of the debtor

Gregory Sherwood Cohelan
 Printed name

Position or relationship to debtor **Authorized Individual**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- No
 Yes

United States Bankruptcy Court
Northern District of California

In re **Public Bikes, Inc.**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Alex Cichy 9 Manderly Rd San Rafael, CA 94901	Common	5000	
American Cyclery c/o Bradley Woehl 858 Stanyan Street San Francisco, CA 94117	Common	10000	
Andrew Herrick P. O. Box 5014 Laguna Beach, CA 92652	Series A Preferred	25000	
Andrew Herrick P. O. Box 5014 Laguna Beach, CA 92652	Common	2500	
Antonio Bertone One Design Center Place Suite 8C Boston, MA 02210	Common	5000	
Barbara Lyster Trust c/o Barbara Lyster 37 Ocean Heights Drive Newport Coast, CA 92657	Series A Preferred	375990	
Bret Thomas Hewitt 516 D Street Davis, CA 95616	Series A Preferred	100422	
Brock T Lyster 611 Allview Place Laguna Beach, CA 92651	Series A Preferred	200000	
Brock T. Lyster Profit Plan c/o Brock T. Lyster, Trustee 611 Allview Place Laguna Beach, CA 92651	Series A Preferred	300000	
Carol Coletta 8 E. Randolph Street, Unit 1205 Chicago, IL 60601	Common	5000	
Casa Blanca Ventures, LLC 5101 N. Casa Blanca Dr. #31 Paradise Valley, AZ 85253	Series A Preferred	25000	

LIST OF EQUITY SECURITY HOLDERS
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Clinton Reilly 400 California Street, Suite 1600 San Francisco, CA 94104	Series A Preferred	100000	
Clinton Reily Family Trust 400 California Street, Suite 1600 San Francisco, CA 94104	Series A Preferred	46213	
Dan Shapiro 100 Seton Street Santa Cruz, CA 95060	Common	50000	
Daniel Toman 2070 Fell Street, Apt 8 San Francisco, CA 94117	Common	20417	
David Barnard 2775 Cavedale Rd Glen Ellen, CA 95442	Common	40000	
Erik Spiekerman 30 Cove Road Belvedere Tiburon, CA 94920	Series A Preferred	50000	
Erik Spiekerman 30 Cove Road Belvedere Tiburon, CA 94920	Common	10000	
Frank Chan 1802 Leavenworth Street San Francisco, CA 94109	Series A Preferred	25000	
Furlong Trust c/o Aaron & Stephanie Furlong 2271 26th Street Santa Monica, CA 90405	Series A Preferred	50000	
Glen Gauthier 5758 Geary Blvd, #421 San Francisco, CA 94121	Series A Preferred	50000	
Heller Designs Profit Plan 149 Fifth Avenue New York, NY 10010	Series A Preferred	50000	
Jane Martin 2717 Harrison Street San Francisco, CA 94110	Common	2000	

LIST OF EQUITY SECURITY HOLDERS
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jeff Sand 449 Bryant Street San Francisco, CA 94107	Common	5000	
Jeff Speck 1561 Beacon Street #3 Brookline, MA 02446	Common	2000	
Jerome T Weiss & Judith Salomon JTWROS 1600 Midland Building 101 Prospect Ave W Cleveland, OH 44115	Series A Preferred	43434	
John Bielenberg P. O.Box 20914 Concord, CA 94520	Common	5000	
John Foraker 854 A Street Davis, CA 95616	Series A Preferred	150000	
John Maeda Two College Street Providence, RI 02903	Common	5000	
John Parker Willis 3298 Pierce Street San Francisco, CA 94123	Series A Preferred	221475	
Jonathan Weiner 16 Napier Lane San Francisco, CA 94133	Series A Preferred	100000	
Kerry Kilinger & Linda Killinger Trusts 75 Olumpic Drive NW Seattle, WA 98177	Series A Preferred	75000	
Little Harbour SAZ, LLC 2490 Gordon Drive Naples, FL 34102	Series A Preferred	350000	
Liz Taylor 1400 San Pablo Ave Berkeley, CA 94072	Common	5000	
Mainardi & Kwok Family Trust 2627 Turk Boulevard San Francisco, CA 94118	Series A Preferred	100000	

LIST OF EQUITY SECURITY HOLDERS
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Martin N Krasney Trust 122 Santa Rosa Avenue Sausalito, CA 94965	Series A Preferred	75000	
Matthew Wyckoff 325 East 41st Street, Suite 107 New York, NY 10017	Seroes A Preferred	50000	
Meganne Houghton-Berry Corner Green South Drive VIRGINIA WATER, Surrey Great Britain GU25 4JS	Series A Preferred	50000	
Natalie Hwang 650 Sixth Avenue Apt 4A New York, NY 10011	Series A Preferred	25000	
Nion T. McEvoy Hall Capital Partners One Maritime Plaza Suite 500 San Francisco, CA 94111	Series A Preferred	50000	
Pamela Bittner 4210 Morning Sun Drive Bozeman, MT 59715	Series A Preferred	25000	
Pamela Griggs Frame 1464 Del Mar Avenue Laguna Beach, CA 92651	Common	2500	
Paula Storti 417 A East Washington Blvd San Francisco, CA 94129	Series A Preferred	25000	
Premier Wine Group, LLC 135 Third Street, Suite 100 San Rafael, CA 94901	Series A Preferred	100000	
Richard C Marcus 913 Terrace Mountain Dr. Austin, TX 78746	Series A Preferred	50000	
Robert J. Forbes 2164 Hyde Street, Unit 816 San Francisco, CA 94109	Series A Preferred	644063	

LIST OF EQUITY SECURITY HOLDERS
 (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Robert J. Forbes 2164 Hyde Street, Unit 816 San Francisco, CA 94109	Common	1116000	
Robert J. Kamerschen 204 Parade Hill Road New Canaan, CT 06840	Series A Preferred	504000	
Ron Johnson 10351 Bubb Rd Cupertino, CA 95104	Common	5000	
Schneider Trust c/o Hope and Peter Schneider 734 Flintridge Ave. La Canada Flintridge, CA 91011	Series A Preferred	100000	
Selle Royal, SPA Via Vittorio Emmanuele Pozzoleone, Vicenza Italia, 36050	Series A Preferred	10000	
Shona Brown 1600 Amphitheatre Parkway Mountain View, CA 94043	Series A Preferred	250000	
Sophie Louvel Schmitt 263 Commonwealth Ave, Unit 5 Boston, MA 02116-1648	Series A Preferred	50000	
Sound Check Investment Partners 94 San Marino Drive San Rafael, CA 94901	Series A Preferred	643945	
Susan Kare 1 Presidio Avenue San Francisco, CA 94115	Common	5000	
Susan Szenazy 61 W 23rd Street, 4th Floor New York, NY 10010	Common	5000	
Taylor Revocable Trust c/o Matthew J. Taylor, Trustee 55 Ardilla Road Orinda, CA 94563	Series A Preferred	223894	

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
The Wilson Trust c/o James and Toni Wilson 9 Sagebrush Ct San Rafael, CA 94901	Series A Preferred	100000	
Victor Penner 7195 Selkirk Street Vancouver, BC Canada V6P 6J4	Common	5000	
White Road Investments 1451 66th Street Emeryville, CA 94608	Series A Preferred	368802	
Wilkinson 2008 Trust c/o Lawrence Wilkinson, Trustee 1914 Lake Street San Francisco, CA 94121	Series A Preferred	303875	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Authorized Individual** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date _____ Signature /s/ Gregory Sherwood Cohelan
Gregory Sherwood Cohelan

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.